



FEDERAL RESERVE SYSTEM

Change in Bank Control Notices; Acquisitions of Shares of a Bank or Bank Holding Company

The notificants listed below have applied under the Change in Bank Control Act (12 U.S.C. 1817(j)) and § 225.41 of the Board's Regulation Y (12 CFR 225.41) to acquire shares of a bank or bank holding company. The factors that are considered in acting on the notices are set forth in paragraph 7 of the Act (12 U.S.C. 1817(j)(7)).

The notices are available for immediate inspection at the Federal Reserve Bank indicated. The notices also will be available for inspection at the offices of the Board of Governors. Interested persons may express their views in writing to the Reserve Bank indicated for that notice or to the offices of the Board of Governors. Comments must be received not later than May 26, 2016.

A. Federal Reserve Bank of Kansas City (Dennis Denney, Assistant Vice President) 1 Memorial Drive, Kansas City, Missouri 64198-0001:

1. *Sam Charles Brown and Josephine Marie Brown, Pueblo, Colorado*; to retain voting shares and thereby control of Pueblo Bancorporation, parent of Pueblo Bank & Trust Company, both of Pueblo, Colorado. In addition, Michelle Rene Brown, Kenneth Scott Brown, Karla Lynn Brown, and Sam Charles Brown, III, all of Pueblo, Colorado, request approval to retain shares of Pueblo Bancorporation and for approval as members of the Brown Family Group, which acting in concert, controls Pueblo Bancorporation.

Board of Governors of the Federal Reserve System, May 6, 2016.

Michael J. Lewandowski,

Associate Secretary of the Board.

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